Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

Expires: October 31, 2008 Estimated average burden hours per response: 4.00

OMB Number: 3235-0076

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

em 1. Issuer's Identity						
Name of issuer		Previous Name(s) X None			Entity Type (Select one) Corporation	
WHITECAP CEDAR RAPIDS ASSOCI			KUCESSE	:D	Limited Partnership	
Jurisdiction of Incorporation/Organiza	ition	· · · · · · · · · · · · · · · · · · ·	007.00000		Limited Liability Company	
lowa`	-	<u></u>	OCT 3 0 2008		General Partnership	
Year of Incorporation/Organization (Select one)		TH	OMSON REU	TERS	Business Trust Other (Specify)	
Over Five Years Ago Within Last (specify	Five Years year) 200	8 Ye	t to Be Formed			
If more than one issuer is filing this notic	ce, check this b	ox and identify	/ additional issuer(s)	by attaching i	tems 1 and 2 Continuation Page(s).	
tem 2. Principal Place of Busin	ess and Co	ntact Informat				
Street Address 1			Street Address 2			
430 Hill Street						
City	State/P	rovince/Country	ZIP/Postal Code	P	hone No.	
Laguna Beach	Califor	nia	92651	(s	(949) 500-8555	
tem 3. Related Persons				<u> </u>		
Last Name .		First Name	,	<u> </u>	Aiddle Name	
Smith		Gary		F	l	
Street Address T			Street Address 2		14 - Se-	
430 Hill Street					Mail Picts	
City	State/Pro	ovince/Country	ZIP/Postal Code	•	Section	
Laguna Beach	Californ	la	92651		COLO 2 02000	
Relationship(s): Executive Offic	er Dinect	or 💢 Promoter		•	AUU§	
			Contract D		nager of Issuer	
Clarification of Response (if Necessary)		···			(U))/ -U	
·	•	onal related person	s by checking this bo	ox 🔀 and atto	nching Item 3 Continuation Page(s).	
tem 4. Industry Group (Sel	ect one)	○ Business	Services		Construction	
Banking and Financial Service	ces	Energy			REITS & Finance	
Commercial Banking		<u> </u>	ric Utilities		Residential	
Insurance		\sim	gy Conservation		Other Real Estate	
Investing -		$\mathbf{}$	Mining	_	Retailing	
Investment Banking		\subseteq	onmental Services	_	Restaurants	
Pooled investment Fund If selecting this industry group, als	n select one fun	d Othe	r Energy	•	Technology	
type below and answer the questi		Health C	**		Computers	
Hedge Fund			are chnology		Telecommunications Other Technology	
Private Equity Fund		Ŭ Heaf	th insurance		Other Technology	
Venture Capital Fund		O Hosp	Itals & Physcians	,	Travel	
Other Investment Fund		Phar	naceuticals		Airlines & Airports	
Is the issuer registered as an company under the investm		O	r Health Care		Lodging & Conventions Tourism & Travel Services	
) No		=		Other Travel	
Other Banking & Financial Service	ces	Real Esta	_	\sim		
<u> </u>		♠ Com	mercial	()	Othe	



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Item 5. Issuer Size (Select one)	
Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)	Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)
No Revenues	OR No Aggregate Net Asset Value
\$1 - \$1,000,000	O \$1 - \$5,000,000
\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000
Over \$100,000,000	Over \$100,000,000
O Dedine to Disclose	O Decline to Disclose
O Not Applicable	O Not Applicable
Item 6. Federal Exemptions and Exclusions Cla	•
Rule 504(b)(1) (not (i), (ii) or (iii))	nvestment Company Act Section 3(c) Section 3(c)(1) Section 3(c)(9)
Rule 504(b)(1)(i)	
Rule 504(b)(1)(ii)	3
<u> </u>	Section 3(c)(3) Section 3(c)(11)
Rule 504(b)(1)(iii) Rule 505	Section 3(c)(4) Section 3(c)(12)
- 브	Section 3(c)(5) Section 3(c)(13)
Rule 506 Securities Act Section 4(6)	Section 3(c)(6) Section 3(c)(14)
Securities Act Securit 4(0)	Section 3(c)(7)
Man 7 Time of Filling	
Item 7. Type of Filing	
New Notice OR Amendmer	nt .
Date of First Sale in this Offering: Sept 30, 2008	OR First Sale Yet to Occur
laces a Durantian of Officians	
Item 8. Duration of Offering	
Does the issuer intend this offering to last more than	one year? Yes X No
Item 9. Type(s) of Securities Offered (Select	ali that apply)
⊠ Equity	Pooled Investment Fund Interests
☐ Debt ·	Tenant-in-Common Securities
	Mineral Property Securities
Option, Warrant or Other Right to Acquire Another Security	Other (Describe)
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	
Item 10. Business Combination Transaction	
Is this offering being made in connection with a busin	ness combination [7] Voc. [7] No.
transaction, such as a merger, acquisition or exchange offe	1 1 : [6.0]
Clarification of Response (if Necessary)	•

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U.S. Securities and Exchange Commission

Washington, DC 20549

Minimum investment	outside investor \$			
Minimum investment accepted from any	odraida litaeatoi 🌣	-0-		
Item 12. Sales Compensation				
Recipient		Recipient CRD Number		
N/A				No CRD Number
(Associated) Broker or Dealer No.	one	(Associated) Broker or Dea	ler CRD Nui	mber
				No CRD Number
Street Address 1		Street Address 2		
		770/70		
City	State/Province	/Country ZIP/Postal Cod	e	
States of Solicitation				
	X CAN CO		2 H247	
☐ IL ☐ IN ☐ IA ☐ KS	KY LA	ME MD MA	☐ MI	MN MS MO
NEW NOW NEW		NY NGW NDA		
RI SC SD TN	TX UT U	VT VA XWA ion by checking this box	WV and attach	☐ WI ☐ WY ☐ PR ing Item 12 Continuation Page(s).)
Item 13. Offering and Sales Amo		ion by diceraing and box		
			:	
(a) Total Offering Amount	2,300,000.00		OR	☐ Indefinite
(b) Total Amount Sold \$	2,173,500.00			
(c) Total Remaining to be Sold \$ (Subtract (a) from (b))	126,500.00		OR	☐ Indefinite
Clarification of Response (if Necessary)				
Offering has expired				
Item 14. Investors				
Check this box if securities in the offerion number of such non-accredited investors of the control of the cont			ualify as acc	credited investors, and enter the
Enter the total number of investors who a	iready have invested in t	he offering: 20		
Item 15. Sales Commissions and	Finders' Fees Ex	penses		
Provide separately the amounts of sales co	mmissions and finders' f	ees expenses, if any. If an an	nount is not	t known, provide an estimate and
check the box next to the amount.		6-1 6	 	
	•	Sales Commissions \$ -0-		Estimate
Clarification of Response (if Necessary)		Finders' Fees \$ -0-		Estimate
				
<u> </u>				

FORM D .

U.S. Securities and Exchange Commission

Washington, DC 20549

Item 16. Use of Proceeds	
Provide the amount of the gross proceeds of the offering that has been or is pused for payments to any of the persons required to be named as executirectors or promoters in response to item 3 above. If the amount is unknown estimate and check the box next to the amount.	utive officers, 3 00,000.00
Clarification of Response (if Necessary)	
Acquisition fee for locating property _ FOK CROS	+30 shares of LLC.
Signature and Submission	
Please verify the information you have entered and review the Terr	ns of Submission below before signing and submitting this notice.
Terms of Submission. In Submitting this notice, each iden	tified issuer is:
the State in which the issuer maintains its principal place of busin process, and agreeing that these persons may accept service on I such service may be made by registered or certified mail, in any F against the issuer in any place subject to the jurisdiction of the UI activity in connection with the offering of securities that is the su provisions of: (i) the Securities Act of 1933, the Securities Exchange Company Act of 1940, or the investment Advisers Act of 1940, or State in which the issuer maintains its principal place of business	and the Securities Administrator or other legally designated officer of ess and any State in which this notice is filed, as its agents for service of its behalf, of any notice, process or pleading, and further agreeing that ederal or state action, administrative proceeding, or arbitration brought nited States, if the action, proceeding or arbitration (a) arises out of any oject of this notice, and (b) is founded, directly or indirectly, upon the eact of 1934, the Trust Indenture Act of 1939, the investment any rule or regulation under any of these statutes; or (ii) the laws of the
110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require "covered securities" for purposes of NSMIA, whether in all instances or du	al Securities Markets improvement Act of 1996 ("NSMIA") (Pub. L. No. 104-290, information. As a result, if the securities that are the subject of this Form D are ie to the nature of the offering that is the subject of this Form D, States cannot and can require offering materials only to the extent NSMIA permits them to do
Each identified issuer has read this notice, knows the contents to undersigned duly authorized person. (Check this box and at in Item 1 above but not represented by signer below.)	be true, and has duly caused this notice to be signed on its behalf by the tach Signature Continuation Pages for signatures of issuers identified
Issuer(s)	Name of Signer
WHITECAP CEDAR RAPIDS ASSOCIATES, LLC	Gary R. Smith, President of Whitecap Properties, Inc.
	Manager Day R. Date
Number of continuation pages attached:	10/10/2008

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

U.S. Securities and Exchange Commission

Washington, DC 20549

Item 3 Continuation Page

ast Name	First Name		Middle Name
Whitecap Properties, inc.			
Street Address 1		Street Address 2	
130 Hill Street			
City	State/Province/Country	ZIP/Postal Code	
aguna Beach	California	92651	
Relationship(s): Executive O	fficer X Director Promoter		
Clarification of Response (if Necessa	whitecap Properties, Inc. is	the Manager of Issuer	
Last Name	First Name		Middle Name
Street Address 1		Street Address 2	
lity	State/Province/Country	ZIP/Postal Code	
··· <u>y</u>] []	
		I \	
Relationship(s): Executive C	Officer Director Promoter		
Clarification of Response (If Necess	ary)		
,			
			440 F.M. Bl
Last Name	First Name		Middle Name
Character S		Street Address 2	
Street Address I		, ,	
Street Address I]	
	State/Province/Country	ZIP/Postal Code	
	State/Province/Country		
City		ZIP/Postal Code	
City Relationship(s): Executive C	Officer Director Promoter	ZIP/Postal Code	
City Relationship(s): Executive C	Officer Director Promoter	ZIP/Postal Code	,
City Relationship(s): Executive C	Officer Director Promoter	ZIP/Postal Code	
City Relationship(s): Executive C Clarification of Response (if Necess	Officer Director Promoter	ZIP/Postal Code	Middle Name
City Relationship(s): Executive C	Officer Director Promoter	ZIP/Postal Code	
City Relationship(s): Executive C Clarification of Response (if Necess Last Name	Officer Director Promoter	ZIP/Postal Code	
City Relationship(s): Executive C Clarification of Response (if Necess Last Name	Officer Director Promoter	ZIP/Postal Code	
City Relationship(s): Executive C Clarification of Response (if Necess Last Name Street Address 1	Officer Director Promoter ary) First Name	ZIP/Postal Code Street Address 2	
Clarification of Response (if Necess	Officer Director Promoter	ZIP/Postal Code	
City Relationship(s): Executive C Clarification of Response (if Necess Last Name Street Address 1	Officer Director Promoter ary) First Name State/Province/Country	ZIP/Postal Code Street Address 2 ZIP/Postal Code	
City Relationship(s): Executive C Clarification of Response (if Necess Last Name Street Address 1	Officer Director Promoter ary) First Name State/Province/Country	ZIP/Postal Code Street Address 2 ZIP/Postal Code	
City Relationship(s): Executive C Clarification of Response (if Necess Last Name Street Address 1	Officer Director Promoter ary) First Name State/Province/Country Officer Director Promoter	ZIP/Postal Code Street Address 2 ZIP/Postal Code	

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

OMB APPROVAL

OMB Number: 3235-0076

Expires: October 31, 2008

Estimated average burden hours per response: 4.00

	omissions of fact constitute federal	criminal violations. See 18 U.S.C. 1001.
Item 1. Issuer's Identity	·	
Name of Issuer	Previous Name(s)	None Entity Type (Select one)
WHITECAP CEDAR RAPIDS ASSOCIATES		Corporation
Jurisdiction of Incorporation/Organization		Limited Partnership
lowa`		Limited Liability Company General Partnership
		Business Trust
Year of Incorporation/Organization (Select one)		Other (Specify)
Over Five Years Ago Within Last Five Years	2008 Yet to Be Formed	O
(specify year)		
(If more than one issuer is filing this notice, check t	his box 🔲 and Identify additional is	ssuer(s) by attaching Items 1 and 2 Continuation Page(s).)
Item 2. Principal Place of Business and	Contact Information	
Street Address 1	Street Add	ress 2
430 Hill Street		
City Sta	e/Province/Country ZIP/Postal	Code Phone No.
Laguna Beach Cal	fornia 92651	(949) 500-8555
<u> </u>		
Item 3. Related Persons		
Last Name	First Name	Middle Name
Smith	Gary	R.
Street Address 1	Street Addr	
430 Hill Street		Mallage
City State	/Province/Country ZIP/Postal (Tode Semi-
Laguna Beach Calif	ornia 92651	Code Section
Relationship(s): Executive Officer Di	rector X Promoter	777 202008
Clarification of Response (if Necessary) Mr. Smi		
	ditional related persons by checking	this box 🗵 and attaching Item 3 Continuation Page(s).)
Item 4. Industry Group (Select one)		
Agriculture Banking and Financial Services	Business ServicesEnergy	Construction REITS & Finance
Commercial Banking	Electric Utilities	Residential
Insurance	Energy Conservation	
Investing	Coal Mining	Cat Retailing
Investment Banking	Environmental Servi	Restaurants
Pooled Investment Fund	Oil & Gas	Technology
if selecting this industry group, also select one type below and answer the question below:	.	Computers
Hedge Fund	Health Care Biotechnology	Telecommunications
Private Equity Fund	Health Insurance	Other Technology
Venture Capital Fund	Hospitals & Physcian	
Other Investment Fund	Pharmaceuticals	Airlines & Airports
Is the issuer registered as an investment company under the investment Compar	i) Outei neatui Care	Conventions Courism & Travel Services
Act of 1940? Yes No	Manufacturing	Other Travel
Other Banking & Financial Services	Real Estate Commercial	Other

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item 5. Issuer Size (Select one)		
Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)		Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in
No Revenues	OR	Item 4 above) No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000	•	Over \$100,000,000
Decline to Disclose		O Decline to Disclose
O Not Applicable		O Not Applicable
Item 6. Federal Exemptions and Exclusions Cla	imed (Se	lect all that apply)
	nvestment Com	pany Act Section 3(c)
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1) Section 3(c)(9)
Rule 504(b)(1)(i)	Section 3(d	c)(2) Section 3(c)(10)
Rule 504(b)(1)(ii)	Section 3(d	c)(3) Section 3(c)(11)
Rule 504(b)(1)(iii)	Section 3(c)(4) Section 3(c)(12)
Rule 505	Section 3(c)(5) Section 3(c)(13)
Rule 506	Section 3(c)(6) Section 3(c)(14)
Securities Act Section 4(6)	Section 3(
tem 7. Type of Filling		
New Notice OR	nt	
Date of First Sale in this Offering: Sept 30, 2008	OR 🗆	First Sale Yet to Occur
tem 8. Duration of Offering		
Does the issuer intend this offering to last more than	one year?	Yes No
tem 9. Type(s) of Securities Offered (Select	ali that appi	ly)
⊠ Equity	Pooled	Investment Fund Interests
Debt ·-	☐ Tenant	-in-Common Securities
Ontion Warrant or Other Bight to Acquire	☐ Minera	l Property Securities
Option, Warrant or Other Right to Acquire Another Security	Other (Describe)
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security		
tem 10. Business Combination Transaction		
Is this offering being made in connection with a busin transaction, such as a merger, acquisition or exchange offe		on [] Yes 🔀 No
Clarification of Response (if Necessary)		
,		

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Item 11. Minimum Investment		
Minimum investment accepted from any outside investor \$0-		
Item 12. Sales Compensation		·
Recipient Recipient C	CRD Number	
N/A		No CRD Number
(Associated) Broker or Dealer None (Associated	d) Broker or Dealer CRD Numbe	r ⊣
		No CRD Number
Street Address 1 Street Addre	ess 2	 1
City State/Province/Country	ZIP/Postal Code	
States of Solicitation All States		
		MN MS MO
RI SC SD TN TX UT VI VI		WI WY PR
(identify additional person(s) being paid compensation by checking		
Item 13. Offering and Sales Amounts		••••
	····	
(a) Total Offering Amount \$ 2,300,000.00	OR 🗆	Indefinite
(b) Total Amount Sold \$ 2,173,500.00		
(c) Total Remaining to be Sold \$ 126,500.00	OR 🗆	Indefinite
(Subtract (a) from (b)) Clarification of Response (if Necessary)	-	
Offering has expired		
Offering has expired		
Item 14. Investors		
Check this box if if securities in the offering have been or may be sold to person number of such non-accredited investors who already have invested in the offering		ted investors, and enter the
Hamber of Sacrifion accidance investors who are easy have invested in the original		
Enter the total number of investors who already have invested in the offering:	20	
Item 15. Sales Commissions and Finders' Fees Expenses		
Provide separately the amounts of sales commissions and finders' fees expenses, check the box next to the amount.	if any. if an amount is not kno	wn, provide an estimate and
Sales Commiss	sions \$ -0-	Estimate
Clarification of Response (if Necessary) Finders'	Fees \$ -0-	Estimate
	!	

number.

U.S. Securities and Exchange Commission

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Item 16. Use of Proceeds
Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.
Clarification of Response (If Necessary)
Acquisition fee for locating property - 501c in chal + 30 Shares of LLC.
Signature and Submission
Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.
Terms of Submission. In Submitting this notice, each identified issuer is:
Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the Issuer maintains its principal place of business or any State in which this notice is filed. Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).
This undertaking does not affect any limits Section 102(a) of the National Securities Markets improvement Act of 1996 ("NSMIA") (Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority. Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box and attach Signature Continuation Pages for signatures of issuers identified
in Item 1'above but not represented by signer below.)
Issuer(s) Name of Signer
WHITECAP CEDAR RAPIDS ASSOCIATES, LLC Gary R. Smith, President of Whitecap Properties, Inc.
Signature / Title
Day 1. Anna Manager
Number of contradation pages attached: 1

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB